

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

OLIVERIO MARTINEZ, Derivatively on
Behalf of TOLL BROTHERS, INC.,

Plaintiff,

vs.

ROBERT I. TOLL, BRUCE E. TOLL, ZVI
BARZILAY, JOEL H. RASSMAN, JOSEPH
R. SICREE, PAUL E. SHAPIRO, CARL B.
MARBACH, ROBERT S. BLANK,
RICHARD J. BRAEMER, ROGER S.
HILLAS, EDWARD G. BOEHNE, and
STEPHEN A. NOVICK

Defendants,

and

TOLL BROTHERS, INC., a Delaware
corporation,

Nominal Defendant.

WILLIAM HALL, Derivatively on Behalf of
TOLL BROTHERS, INC.,

Plaintiff,

vs.

ROBERT I. TOLL, BRUCE E. TOLL, ZVI
BARZILAY, JOEL H. RASSMAN, JOSEPH
R. SICREE, PAUL E. SHAPIRO, CARL B.
MARBACH, ROBERT S. BLANK,
RICHARD J. BRAEMER, ROGER S.
HILLAS, EDWARD G. BOEHNE, and
STEPHEN A. NOVICK,

Defendants,

and

TOLL BROTHERS, INC., a Delaware
corporation,

Nominal Defendant.

Civil Action No. 2:09-cv-00937-CDJ

Honorable C. Darnell Jones II

FILED

JUL 14 2009
MICHAEL WINEZ, Clerk
Dep. Clerk

Civil Action No. 2:09-cv-01405-CDJ

Honorable C. Darnell Jones II

**JOINT STIPULATION AND [PROPOSED] ORDER, CONSOLIDATING ACTIONS
AND ESTABLISHING BRIEFING SCHEDULE**

Plaintiffs Oliverio Martinez ("Martinez") and William Hall ("Hall") (collectively "Plaintiffs"); nominal defendant Toll Brothers, Inc. ("Toll Brothers" or the "Company"); and defendants Robert I. Toll, Bruce E. Toll, Zvi Barzilay, Joel H. Rassman, Joseph R. Sicree, Paul E. Shapiro, Carl B. Marbach, Robert S. Blank, Richard J. Braemer, Roger S. Hillas, Edward G. Boehne, and Stephen A. Novick (together with Toll Brothers, Inc., "Defendants"), by and through their undersigned counsel, stipulate as follows:

WHEREAS, the two above-captioned actions—which Plaintiffs seek to bring derivatively on behalf of nominal defendant Toll Brothers—are currently pending in this Court. The above-captioned actions arise out of the same alleged transactions and occurrences and involve the same or substantially similar alleged issues of law and fact. The parties, therefore, stipulate that both actions are related and request that they be consolidated for all purposes. The parties agree that consolidation of these related actions will promote judicial economy, avoid duplicative proceedings, and streamline adjudication of these related matters.

WHEREAS, attorneys for Defendants returned Waivers of Service in *Martinez v. Toll*, Civil Action No. 2:09-cv-00937-CDJ, on behalf of all Defendants to attorneys for Martinez on or about April 7, 2009;

WHEREAS the undersigned attorneys for Plaintiffs and Defendants have conferred regarding issues of timing; and

WHEREAS the parties have not previously moved for an extension of time in this case.

The following is hereby STIPULATED AND AGREED, pursuant to Local Rule of Civil Procedure 7.4, by and among the undersigned attorneys for the parties.

1. The *Hall* action shall be consolidated with the *Martinez* action (the "Consolidated Action").
2. The file in Case No. 2:09-cv-00937-CDJ shall constitute the Lead Case for every filing in the Consolidated Action.

3. This stipulation, should it be entered as an Order of the Court (the "Consolidation and Scheduling Order"), shall apply to each case arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in or transferred to this Court. Each and every such action filed in or transferred to this Court, that involves questions of law or fact similar to those contained in the Consolidated Action, shall constitute a case related to the Consolidated Action ("Related Action" or the "Related Actions").

4. When a Related Action that properly belongs as part of the Consolidated Action is hereafter filed in this Court or transferred here from another court, counsel shall call to the attention of the clerk of this Court the filing or transfer of any case that might properly be consolidated as part of the Consolidated Action, and counsel will assist in assuring that counsel in subsequent actions receive notice of the Consolidation and Scheduling Order.

5. The Consolidation and Scheduling Order shall be entered without prejudice of the rights of any party to apply for severance of any claim or action, for good cause shown.

6. Robbins Umeda LLP, the Law Offices of Ronald A. Marron, Levant Martin & Tauber and The Guiliano Law Firm, P.C. will cooperatively litigate the Consolidated Action on behalf of Plaintiffs. Robbins Umeda LLP shall have the authority to speak for, and enter into agreements on behalf of Plaintiffs with Defendants. Defendants' counsel may rely upon agreements made with Robbins Umeda LLP. Such agreements will be binding on all Plaintiffs. Robbins Umeda LLP shall also manage the prosecution of this litigation and avoid duplicative and unproductive activities. Levant Martin & Tauber shall serve as the liaison counsel for plaintiffs with the Court.

7. Plaintiffs shall file a Consolidated Complaint within forty-five (45) days after the Consolidation and Scheduling Order is entered. The Consolidated Complaint shall be deemed the operative complaint, superseding all complaints filed in the actions consolidated hereunder.


8. Defendants shall have until sixty (60) days after the filing of the Consolidated Complaint to serve motions to dismiss.

9. Plaintiffs shall have sixty (60) days after the filing of the motions to dismiss to serve opposition papers.

10. Defendants shall have thirty (30) days after the filing of the opposition papers to serve reply papers.

Dated: June 12, 2009

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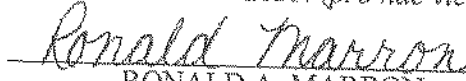
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DATED: June 12, 2009

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* * *

ORDER

The above joint stipulation having been considered, and good cause appearing therefore,

IT IS SO ORDERED

BY THE COURT:

July 14, 2009
DATE

C. Darnell Jones II
United State District Judge

ENTERED
JUL 15 2009
CLERK OF COURT

7/15/09 mail.
Anoyo